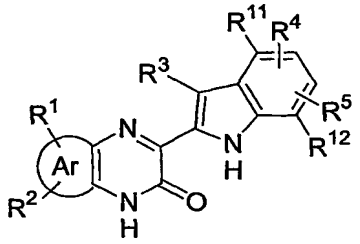
What is claimed is:

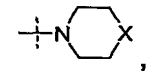
1. A compound of Formula I



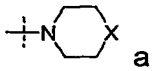
(I)

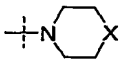
wherein

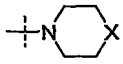
Ar represents a 6 membered aromatic ring containing 0, 1 or 2 N atoms;

R^1 and R^2 are each independently selected from H, halo, CF_3, $C(O)R^9$,  ,

$(C_1\text{-}C_6)$alkyl optionally substituted with up to two substituents selected from OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl,

$(C_1\text{-}C_6)$alkoxy optionally substituted with one or two substituents each independently selected from  and $N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

$NH(C_1\text{-}C_3)$alkyl where said alkyl is optionally substituted with up to two substitutents each selected independently from OH, F, $(C_1\text{-}C_3)$alkoxy, $N[(C_1\text{-}C_3)alkyl]_2$, $NH(C_1\text{-}C_3)$alkyl, phenyl, pyrrolidinyl, and  ,

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substitutents each selected independently from OH, F, phenyl, and $(C_1\text{-}C_3)$alkoxy, said alkoxy being optionally substituted with  ,

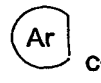
pyrrolidinyl optionally substituted up to two times with $N[(C_1\text{-}C_3)alkyl]_2$,

phenyl optionally substituted with up to two substitutents each selected independently from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN,

with the proviso that when Ar contains 1 or 2 N atoms, R^1 and R^2 must each be H,

and, R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring selected from benzo, dioxolo and imidazo,

said imidazo being optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

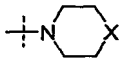
with the proviso that R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring only when  contains no N atoms;

R^3 is selected from H, $(C_1\text{-}C_4)$alkyl, OH, NO_2, NH_2, $NH(C_1\text{-}C_4)$alkyl, $NHC(O)(C_1\text{-}C_4)$alkyl and NHC(O)phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN;

R^4 is selected from H, OH, halo, CN, $C(O)R^6$, $S(O)_2R^7$, $OSi[(C_1\text{-}C_4)alkyl]_3$, tetrazolyl, thienyl, pyrrolyl, pyrimidinyl, oxazolyl, furanyl,

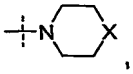
$(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl or $(C_2\text{-}C_6)$alkynyl, each optionally substituted with

OH, F, OC(O)NHphenyl, $NHC(O)(C_1\text{-}C_3)$alkyl, $C(O)NH_2$,

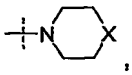
$C(O)NH(C_1\text{-}C_3)$alkyl, $C(O)N[(C_1\text{-}C_3)alkyl]_2$,  ,

$(C_1\text{-}C_3)$alkoxy optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

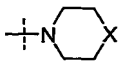
$NHC(O)NH(C_1\text{-}C_3)$alkyl where said alkyl is optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F and phenyl,

NHC(O)NHphenyl where said phenyl is optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, CN, and  ,

$NHC(O)N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

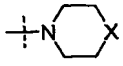
NH-phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, and  ,

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, CF_3, and  ,

pyrrolidinyl optionally substituted up to two times with $N[(C_1\text{-}C_3)alkyl]_2$,

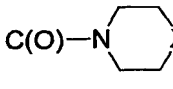
$(C_1\text{-}C_6)$alkoxy optionally substituted with up to two substituents independently

selected from $(C_1\text{-}C_3)$alkoxy, pyrrolidinyl,  ,

and $N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, F, $(C_1\text{-}C_3)$alkoxy and phenyl,

$N[(C_1\text{-}C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkyl, F, $(C_1\text{-}C_3)$alkoxy, and phenyl,

oxadiazolyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, CN, $(C_1\text{-}C_3)$alkyl, halo,  ,

$C(O)(C_1\text{-}C_3)$alkyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl, and

$C(O)N[(C_1\text{-}C_3)alkyl]_2$ where each of said alkyl groups are independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

pyridyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl,

$C(O)N[(C_1\text{-}C_3)alkyl]_2$ where each of said alkyl groups are independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy, and

O-pyridyl optionally substituted with up to two substituents independently selected from CF_3, halo, and $(C_1\text{-}C_3)$alkyl;

R^5 is selected from H, halo, CN, $(C_1\text{-}C_6)$alkoxy, and $(C_1\text{-}C_6)$alkyl;

R^6 is selected from OH, NHR^{10}, O-$(C_3\text{-}C_6)$cycloakyl, $(C_1\text{-}C_3)$alkoxy, O-$(C_2\text{-}C_6)$alkenyl, O-$(C_3\text{-}C_6)$alkynyl,

$(C_1\text{-}C_6)$alkyl optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl,

$N[(C_1\text{-}C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, CN, $N[(C_1\text{-}C_4)alkyl]_2$, $(C_1\text{-}C_3)$alkoxy, $S(O)_2$-phenyl, $S(O)_2(C_1\text{-}C_3)$alkyl, phenyl, furyl, tetrahydrofuryl, $(C_3\text{-}C_6)$cycloalkyl, and pyridyl,

$N[(C_1\text{-}C_3)alkyl]R^8$ where $[(C_1\text{-}C_3)alkyl]$ is optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

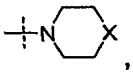
$N[(C_3\text{-}C_6)cycloalkyl](C_1\text{-}C_3)$alkyl where said alkyl is substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, OH, CN,

$N[(C_1\text{-}C_4)alkyl]_2$, $S(O)_2$-phenyl, $S(O)_2(C_1\text{-}C_3)alkyl$, phenyl, furyl, tetrahydrofuryl, $(C_5\text{-}C_6)$cycloalkyl, and pyridyl,

pyrrolidinyl optionally substituted with up to two substituents independently selected from NH_2, $NH(C_1\text{-}C_3)alkyl$, $N[(C_1\text{-}C_4)alkyl]_2$, $C(O)NH_2$, $NHC(O)(C_1\text{-}C_3)alkyl$, $NHS(O)_2(C_1\text{-}C_3)alkyl$, pyridyl, $N[(C_1\text{-}C_3)alkyl]C(O)NH(C_1\text{-}C_3)alkyl$, $N[(C_1\text{-}C_3)alkyl]C(O)(C_1\text{-}C_3)alkyl$, and $(C_1\text{-}C_3)alkyl$ optionally substituted with up to two substituents independently selected from $N[(C_1\text{-}C_4)alkyl]_2$, $(C_1\text{-}C_3)alkoxy$, and pyrrolidinyl,

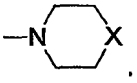
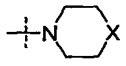
morpholinyl optionally substituted up to two times with $(C_1\text{-}C_3)alkyl$,

thiomorpholinyl optionally substituted up to two times with $(C_1\text{-}C_3)alkyl$,

piperazinyl optionally substituted with up to two substituents independently selected from pyrazinyl, $C(O)NH_2$, C(O)NH-phenyl, C(O)-furanyl, $C(O)(C_1\text{-}C_3)alkyl$, $C(O)NH(C_1\text{-}C_3)alkyl$, $C(O)N[(C_1\text{-}C_3)alkyl]R^8$, $S(O)_2(C_1\text{-}C_3)alkyl$, $S(O)_2$-phenyl,  ,

pyridyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)alkyl$, CN and CF_3,

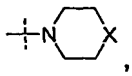
phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)alkyl$, CN, halo, CF_3, and $(C_1\text{-}C_3)alkoxy$,

$(C_1\text{-}C_3)alkyl$ optionally substituted with up to two substituents independently selected from OH, F, phenyl, $(C_1\text{-}C_3)alkoxy$, $N[(C_1\text{-}C_3)alkyl]_2$, pyrrolinidyl, C(O)-pyrrolidinyl,  ,  , and

pyridyl optionally substituted up to two times with $(C_1\text{-}C_3)alkoxy$,

and

piperidinyl optionally substituted with up to two substituents independently selected from phenyl, pyridyl, pyrrolidinyl and oxo-dihydrobenzimidazolyl;

R^7 is selected from NH_2, pyrrolidinyl,  ,

$NH(C_1\text{-}C_3)alkyl$ said alkyl being optionally substituted up to two times with $(C_1\text{-}C_3)alkoxy$,

NH-phenyl said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)alkyl$, CN, $(C_1\text{-}C_4)alkoxy$, halo and CF_3,

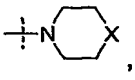
$N[(C_1\text{-}C_3)alkyl]_2$ wherein each alkyl is independently optionally substituted up to

two times with $(C_1$-$C_4)$alkoxy, and

phenyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, halo, CF_3 and CN;

R^8 is selected from $(C_1$-$C_3)$alkoxy, pyridyl, piperidinyl, pyranyl and

phenyl, where each ring moiety is optionally substituted with up to two substituents independently selected from $(C_1$-$C_3)$alkoxy, and $(C_1$-$C_3)$alkyl;

R^9 is selected from $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, OH,  ,

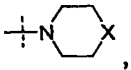
phenyl optionally substituted with $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, halo, CF_3, and CN,

$N[(C_1$-$C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with OH, CN, $N[(C_1$-$C_4)alkyl]_2$, $(C_1$-$C_4)$alkoxy, $S(O)_2$-phenyl, $S(O)_2(C_1$-$C_3)$alkyl, phenyl, furyl, tetrahydrofuryl, $(C_3$-$C_6)$cycloalkyl, and pyridyl, and

pyrrolidinyl optionally substituted with $N[(C_1$-$C_3)alkyl]_2$,

and, only when  contains no N atoms, R^9 is also selected from pyridyl, thienyl, and NHR^{10};

R^{10} is selected from H, indolyl,

$(C_1$-$C_4)$alkyl optionally substituted with up to two substituents independently selected from OH, F, phenyl, $(C_1$-$C_4)$alkoxy, $NHC(O)(C_1$-$C_3)$alkyl, S-$(C_1$-$C_3)$alkyl, benzimidazolyl, indolyl, thienyl, pyrazolyl,  ,

$N[(C_1$-$C_4)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, $(C_1$-$C_3)$alkoxy, F, and phenyl,

phenyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, CN, halo, CF_3, $S(O)_2(C_1$-$C_3)$alkyl, $S(O)_2$phenyl, and $S(O)_2NH_2$,

pyridyl optionally substituted up to two times with CF_3,

imidazolyl optionally substituted up to two times with $(C_1$-$C_3)$alkyl,

furyl optionally substituted up to two times with $(C_1$-$C_4)$alkyl, and

pyrrolidinyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_4)$alkoxy, (O), and

$(C_1$-$C_4)$alkyl optionally substituted with up to two substituents independently selected from OH, $(C_1$-$C_3)$alkoxy, F,

and phenyl,

$S(O)_2$-phenyl optionally substituted with up to two substituents independently selected from (C_1-C_4)alkoxy, (C_1-C_3)alkyl, halo, and CN,

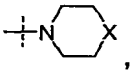
pyrazolyl optionally substituted with up to two substituents independently selected from (C_1-C_4)alkyl, (C_3-C_6)cycloalkyl, and

phenyl, said phenyl being optionally substituted with up to two substituents independently selected from (C_1-C_4)alkoxy, (C_1-C_4)alkyl, halo, CF_3, and CN,

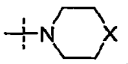
benzothiazolyl optionally substituted up to two times with (C_1-C_4)alkyl,

thiazolyl, optionally substituted up to two times with (C_1-C_4)alkyl,

thiadiazolyl, optionally substituted with up to two substituents independently selected from CF_3, (C_3-C_6)cycloalkyl, and (C_1-C_6)alkyl,

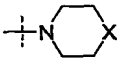
phenyl optionally substituted with up to two substituents independently selected from CN, halo, CF_3, $N[(C_1-C_4)alkyl]_2$, indolyl,  ,

O-pyridyl optionally substituted with $C(O)NH(C_1-C_4)$alkyl,

(C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from pyridyl,  , OH,

(C_1-C_3)alkoxy, F, and phenyl, and

(C_1-C_4)alkoxy optionally substituted with $N[(C_1-C_4)alkyl]_2$ where one alkyl group is optionally substituted with phenyl, or

(C_1-C_4)alkoxy optionally substituted with  ,

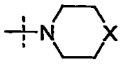
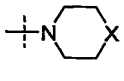
pyridyl optionally substituted with phenoxy where said phenoxy is optionally substituted with up to two substituents independently selected from (C_1-C_4)alkyl and (C_1-C_4)alkoxy, and

indazolyl optionally substituted up to two times with (C_1-C_4)alkyl;

R^{11} and R^{12} are each selected independently from H, F and Cl with the proviso that when one of R^{11} and R^{12} is F or Cl, the other must be H;

X is selected from O, S, CH_2, and NH, and

when X is NH, the H on NH is optionally replaced with pyridyl, pyrazinyl, phenyl, or (C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkoxy, $N[(C_1-C_3)alkyl]_2$, C(O)-pyrrolidinyl, $N[(C_1-C_4)alkyl]_2$, and phenyl said phenyl being optionally substituted with up to two substituents independently selected from CN and (C_1-C_3)alkoxy,

and when X is O, S, or CH_2, the  moiety is optionally substituted by replacing any H atom in the  moiety with $(C_1\text{-}C_4)$alkyl;

or a pharmaceutically acceptable salt or ester thereof.

2. A compound of claim 1 wherein  represents a 6 membered ring containing 0 N atoms.

3. A compound of claim 2 wherein R^1 and R^2 are each independently selected from H, $(C_1\text{-}C_3)$alkoxy, F, and CF_3; R^3 is selected from H, NH_2, and $NHC(O)(C_1\text{-}C_3)$alkyl; R^4 is selected from H, halo, $(C_1\text{-}C_3)$alkoxy, CN, COR^6, $S(O)_2R^7$, $N[(C_1\text{-}C_3)alkyl]_2$, optionally substituted phenyl and optionally substituted $(C_1\text{-}C_4)$alkyl; and R^5 is selected from H, $(C_1\text{-}C_3)$alkoxy, F and CN.

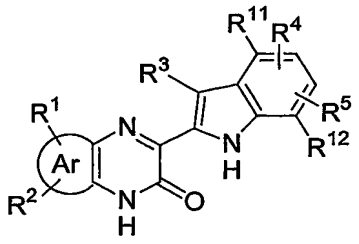
4. A compound of claim 3 wherein R^5 is selected from H and F; and R^4 is selected from H, halo, $(C_1\text{-}C_3)$alkoxy, CN, COR^6, $S(O)_2R^7$, $N[(C_1\text{-}C_3)alkyl]_2$, and optionally substituted $(C_1\text{-}C_4)$alkyl.

5. A compound of claim 4 wherein R^1 and R^2 are each H; R^3 is NH_2; R^4 is COR^6, $S(O)_2R^7$, and $(C_1\text{-}C_4)$alkyl optionally substituted with $N[(C_1\text{-}C_3)alkyl]_2$ and $N[(C_3\text{-}C_6)cycloalkyl][(C_1\text{-}C_3)alkyl]$; R^5 is H; R^6 is $N[(C_1\text{-}C_3)alkyl]_2$ and $N[(C_3\text{-}C_6)cycloalkyl][(C_1\text{-}C_3)alkyl]$, R^7 is $N[(C_1\text{-}C_3)alkyl]_2$; and R^{11} and R^{12} are each H.

6. A compound of claim 1 wherein  is 6 membered aromatic ring containing 1 or 2 N atoms.

7. A compound of claim 6 wherein R^3 is selected from H, NH_2, and $NHC(O)(C_1\text{-}C_3)$alkyl; R^4 is selected from H, halo, $(C_1\text{-}C_3)$alkoxy, CN, COR^6, $S(O)_2R^7$, $N[(C_1\text{-}C_3)alkyl]_2$, optionally substituted phenyl and optionally substituted $(C_1\text{-}C_4)$alkyl; and R^5 is selected from H, $(C_1\text{-}C_3)$alkoxy, F and CN.

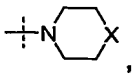
8. A method of treating a hyper-proliferative disorder comprising the administration to a mammal in need thereof of an effective amount of a compound of Formula I



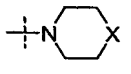
(I)

wherein

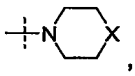

represents a 6 membered aromatic ring containing 0, 1 or 2 N atoms;

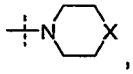
R^1 and R^2 are each independently selected from H, halo, CF_3, $C(O)R^9$,  ,

$(C_1\text{-}C_6)$alkyl optionally substituted with up to two substituents selected from OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl,

$(C_1\text{-}C_6)$alkoxy optionally substituted with one or two substituents each independently selected from  and

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

$NH(C_1\text{-}C_3)$alkyl where said alkyl is optionally substituted with up to two substitutents each selected independently from OH, F, $(C_1\text{-}C_3)$alkoxy, $N[(C_1\text{-}C_3)alkyl]_2$, $NH(C_1\text{-}C_3)$alkyl, phenyl, pyrrolidinyl, and  ,

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substitutents each selected independently from OH, F, phenyl, and $(C_1\text{-}C_3)$alkoxy, said alkoxy being optionally substituted with  ,

pyrrolidinyl optionally substituted up to two times with $N[(C_1\text{-}C_3)alkyl]_2$,

phenyl optionally substituted with up to two substitutents each selected independently from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN,

with the proviso that when  contains 1 or 2 N atoms, R^1 and R^2 must each be H,

and, R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring selected from benzo, dioxolo and imidazo,

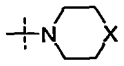
said imidazo being optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

with the proviso that R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring only when  contains no N atoms;

R^3 is selected from H, $(C_1\text{-}C_4)$alkyl, OH, NO_2, NH_2, $NH(C_1\text{-}C_4)$alkyl, $NHC(O)(C_1\text{-}C_4)$alkyl and NHC(O)phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN;

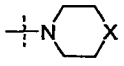
R^4 is selected from H, OH, halo, CN, $C(O)R^6$, $S(O)_2R^7$, $OSi[(C_1\text{-}C_4)alkyl]_3$, tetrazolyl, thienyl, pyrrolyl, pyrimidinyl, oxazolyl, furanyl, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl or $(C_2\text{-}C_6)$alkynyl, each optionally substituted with

OH, F, OC(O)NHphenyl, $NHC(O)(C_1\text{-}C_3)$alkyl, $C(O)NH_2$,

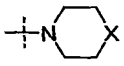
$C(O)NH(C_1\text{-}C_3)$alkyl, $C(O)N[(C_1\text{-}C_3)alkyl]_2$,  ,

$(C_1\text{-}C_3)$alkoxy optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

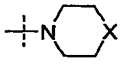
$NHC(O)NH(C_1\text{-}C_3)$alkyl where said alkyl is optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F and phenyl,

NHC(O)NHphenyl where said phenyl is optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, CN, and  ,

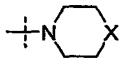
$NHC(O)N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

NH-phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, and  ,

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, CF_3, and  ,

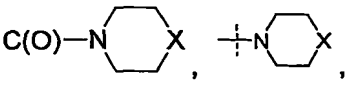
pyrrolidinyl optionally substituted up to two times with $N[(C_1\text{-}C_3)alkyl]_2$,

$(C_1\text{-}C_6)$alkoxy optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, pyrrolidinyl,  ,

and $N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, F, $(C_1\text{-}C_3)$alkoxy and phenyl,

$N[(C_1\text{-}C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkyl, F, $(C_1\text{-}C_3)$alkoxy, and phenyl,

oxadiazolyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, CN, $(C_1\text{-}C_3)$alkyl, halo,  ,

$C(O)(C_1\text{-}C_3)$alkyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl, and

$C(O)N[(C_1\text{-}C_3)alkyl]_2$ where each of said alkyl groups are independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

pyridyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl,

$C(O)N[(C_1\text{-}C_3)alkyl]_2$ where each of said alkyl groups are independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy, and

O-pyridyl optionally substituted with up to two substituents independently selected from CF_3, halo, and $(C_1\text{-}C_3)$alkyl;

R^5 is selected from H, halo, CN, $(C_1\text{-}C_6)$alkoxy, and $(C_1\text{-}C_6)$alkyl;

R^6 is selected from OH, NHR^{10}, O-$(C_3\text{-}C_6)$cycloakyl, $(C_1\text{-}C_3)$alkoxy, O-$(C_2\text{-}C_6)$alkenyl, O-$(C_3\text{-}C_6)$alkynyl,

$(C_1\text{-}C_6)$alkyl optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl,

$N[(C_1\text{-}C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, CN, $N[(C_1\text{-}C_4)alkyl]_2$, $(C_1\text{-}C_3)$alkoxy, $S(O)_2$-phenyl, $S(O)_2(C_1\text{-}C_3)$alkyl, phenyl, furyl, tetrahydrofuryl, $(C_3\text{-}C_6)$cycloalkyl, and pyridyl,

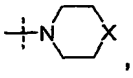
$N[(C_1\text{-}C_3)alkyl]R^8$ where $[(C_1\text{-}C_3)alkyl]$ is optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

$N[(C_3\text{-}C_6)cycloalkyl](C_1\text{-}C_3)$alkyl where said alkyl is substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, OH, CN, $N[(C_1\text{-}C_4)alkyl]_2$, $S(O)_2$-phenyl, $S(O)_2(C_1\text{-}C_3)$alkyl, phenyl, furyl, tetrahydrofuryl, $(C_5\text{-}C_6)$cycloalkyl, and pyridyl,

pyrrolidinyl optionally substituted with up to two substituents independently selected from NH_2, $NH(C_1\text{-}C_3)$alkyl, $N[(C_1\text{-}C_4)alkyl]_2$, $C(O)NH_2$, $NHC(O)(C_1\text{-}C_3)$alkyl, $NHS(O)_2(C_1\text{-}C_3)$alkyl, pyridyl, $N[(C_1\text{-}C_3)alkyl]C(O)NH(C_1\text{-}C_3)$alkyl, $N[(C_1\text{-}C_3)alkyl]C(O)(C_1\text{-}C_3)$alkyl, and $(C_1\text{-}C_3)$alkyl optionally substituted with up to two substituents independently selected from $N[(C_1\text{-}C_4)alkyl]_2$, $(C_1\text{-}C_3)$alkoxy, and pyrrolidinyl,

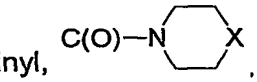
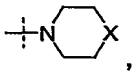
morpholinyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

thiomorpholinyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

piperazinyl optionally substituted with up to two substituents independently selected from pyrazinyl, $C(O)NH_2$, C(O)NH-phenyl, C(O)-furanyl, $C(O)(C_1\text{-}C_3)$alkyl, $C(O)NH(C_1\text{-}C_3)$alkyl, $C(O)N[(C_1\text{-}C_3)\text{alkyl}]R^8$, $S(O)_2(C_1\text{-}C_3)$alkyl, $S(O)_2$-phenyl,  ,

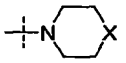
pyridyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, CN and CF_3,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, CN, halo, CF_3, and $(C_1\text{-}C_3)$alkoxy,

$(C_1\text{-}C_3)$alkyl optionally substituted with up to two substituents independently selected from OH, F, phenyl, $(C_1\text{-}C_3)$alkoxy, $N[(C_1\text{-}C_3)\text{alkyl}]_2$, pyrrolinidyl, C(O)-pyrrolidinyl,  ,  , and

pyridyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy, and

piperidinyl optionally substituted with up to two substituents independently selected from phenyl, pyridyl, pyrrolidinyl and oxo-dihydrobenzimidazolyl;

R^7 is selected from NH_2, pyrrolidinyl,  ,

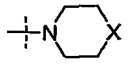
$NH(C_1\text{-}C_3)$alkyl said alkyl being optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

NH-phenyl said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, CN, $(C_1\text{-}C_4)$alkoxy, halo and CF_3,

$N[(C_1\text{-}C_3)\text{alkyl}]_2$ wherein each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_4)$alkoxy, and

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3 and CN;

R^8 is selected from $(C_1\text{-}C_3)$alkoxy, pyridyl, piperidinyl, pyranyl and phenyl, where each ring moiety is optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, and $(C_1\text{-}C_3)$alkyl;

R^9 is selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, OH,  ,

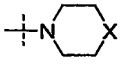
phenyl optionally substituted with $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN,

$N[(C_1\text{-}C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with OH, CN, $N[(C_1\text{-}C_4)alkyl]_2$, $(C_1\text{-}C_4)$alkoxy, $S(O)_2$-phenyl, $S(O)_2(C_1\text{-}C_3)$alkyl, phenyl, furyl, tetrahydrofuryl, $(C_3\text{-}C_6)$cycloalkyl, and pyridyl, and

pyrrolidinyl optionally substituted with $N[(C_1\text{-}C_3)alkyl]_2$,

and, only when  contains no N atoms, R^9 is also selected from pyridyl, thienyl, and NHR^{10};

R^{10} is selected from H, indolyl,

$(C_1\text{-}C_4)$alkyl optionally substituted with up to two substituents independently selected from OH, F, phenyl, $(C_1\text{-}C_4)$alkoxy, $NHC(O)(C_1\text{-}C_3)$alkyl, $S\text{-}(C_1\text{-}C_3)$alkyl, benzimidazolyl, indolyl, thienyl, pyrazolyl,  ,

$N[(C_1\text{-}C_4)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, CN, halo, CF_3, $S(O)_2(C_1\text{-}C_3)$alkyl, $S(O)_2$phenyl, and $S(O)_2NH_2$,

pyridyl optionally substituted up to two times with CF_3,

imidazolyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

furyl optionally substituted up to two times with $(C_1\text{-}C_4)$alkyl, and

pyrrolidinyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_4)$alkoxy, (O), and

$(C_1\text{-}C_4)$alkyl optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl,

$S(O)_2$-phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_4)$alkoxy, $(C_1\text{-}C_3)$alkyl, halo, and CN,

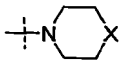
pyrazolyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_4)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, and

phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_4)$alkoxy, $(C_1\text{-}C_4)$alkyl, halo, CF_3, and CN,

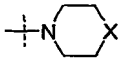
benzothiazolyl optionally substituted up to two times with $(C_1\text{-}C_4)$alkyl,

thiazolyl, optionally substituted up to two times with (C_1-C_4)alkyl,

thiadiazolyl, optionally substituted with up to two substituents independently selected from CF_3, (C_3-C_6)cycloalkyl, and (C_1-C_6)alkyl,

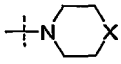
phenyl optionally substituted with up to two substituents independently selected from CN, halo, CF_3, $N[(C_1-C_4)alkyl]_2$, indolyl,  ,

O-pyridyl optionally substituted with $C(O)NH(C_1-C_4)$alkyl,

(C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from pyridyl,  , OH,

(C_1-C_3)alkoxy, F, and phenyl, and

(C_1-C_4)alkoxy optionally substituted with $N[(C_1-C_4)alkyl]_2$ where one alkyl group is optionally substituted with phenyl, or

(C_1-C_4)alkoxy optionally substituted with  ,

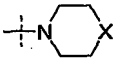
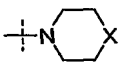
pyridyl optionally substituted with phenoxy where said phenoxy is optionally substituted with up to two substituents independently selected from (C_1-C_4)alkyl and (C_1-C_4)alkoxy, and

indazolyl optionally substituted up to two times with (C_1-C_4)alkyl;

R^{11} and R^{12} are each selected independently from H, F and Cl with the proviso that when one of R^{11} and R^{12} is F or Cl, the other must be H;

X is selected from O, S, CH_2, and NH, and

when X is NH, the H on NH is optionally replaced with pyridyl, pyrazinyl, phenyl, or (C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkoxy, $N[(C_1-C_3)alkyl]_2$, C(O)-pyrrolidinyl, $N[(C_1-C_4)alkyl]_2$, and phenyl said phenyl being optionally substituted with up to two substituents independently selected from CN and (C_1-C_3)alkoxy,

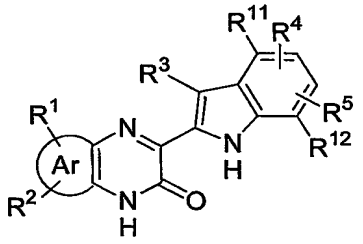
and when X is O, S, or CH_2, the  moiety is optionally substituted by replacing any H atom in the  moiety with (C_1-C_4)alkyl;

or a pharmaceutically acceptable salt or ester thereof.

9. A method according to claim 8 wherein the hyperproliferative disorder is selected from breast cancer, lung cancer, colon cancer, pancreatic cancer, prostate cancer, skin cancer, leukemia, lymphoma, glioblastoma and head and neck cancers.

10. A method according to claim 9 wherein the hyperproliferative disorder is selected from breast cancer, lung cancer, colon cancer and pancreatic cancer.

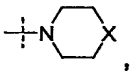
11. A method of treating a angiogenic disorder comprising the administration to a mammal in need thereof of an effective amount of a compound of Formula I



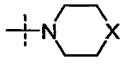
(I)

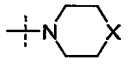
wherein

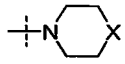
Ar represents a 6 membered aromatic ring containing 0, 1 or 2 N atoms;

R^1 and R^2 are each independently selected from H, halo, CF_3, $C(O)R^9$,  ,

$(C_1\text{-}C_6)$alkyl optionally substituted with up to two substituents selected from OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl,

$(C_1\text{-}C_6)$alkoxy optionally substituted with one or two substituents each independently selected from  and $N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

$NH(C_1\text{-}C_3)$alkyl where said alkyl is optionally substituted with up to two substitutents each selected independently from OH, F, $(C_1\text{-}C_3)$alkoxy, $N[(C_1\text{-}C_3)alkyl]_2$, $NH(C_1\text{-}C_3)$alkyl, phenyl, pyrrolidinyl, and  ,

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substitutents each selected independently from OH, F, phenyl, and $(C_1\text{-}C_3)$alkoxy, said alkoxy being optionally substituted with  ,

pyrrolidinyl optionally substituted up to two times with $N[(C_1\text{-}C_3)alkyl]_2$,

phenyl optionally substituted with up to two substitutents each selected independently from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN,

with the proviso that when Ar contains 1 or 2 N atoms, R^1 and R^2 must each be H,

and, R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring selected from benzo, dioxolo and imidazo,

said imidazo being optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

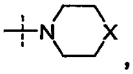
with the proviso that R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring only when  contains no N atoms;

R^3 is selected from H, $(C_1\text{-}C_4)$alkyl, OH, NO_2, NH_2, $NH(C_1\text{-}C_4)$alkyl, $NHC(O)(C_1\text{-}C_4)$alkyl and NHC(O)phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN;

R^4 is selected from H, OH, halo, CN, $C(O)R^6$, $S(O)_2R^7$, $OSi[(C_1\text{-}C_4)alkyl]_3$, tetrazolyl, thienyl, pyrrolyl, pyrimidinyl, oxazolyl, furanyl,

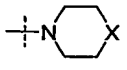
$(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl or $(C_2\text{-}C_6)$alkynyl, each optionally substituted with

OH, F, OC(O)NHphenyl, $NHC(O)(C_1\text{-}C_3)$alkyl, $C(O)NH_2$,

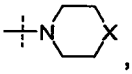
$C(O)NH(C_1\text{-}C_3)$alkyl, $C(O)N[(C_1\text{-}C_3)alkyl]_2$,  ,

$(C_1\text{-}C_3)$alkoxy optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

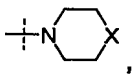
$NHC(O)NH(C_1\text{-}C_3)$alkyl where said alkyl is optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F and phenyl,

NHC(O)NHphenyl where said phenyl is optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, CN, and  ,

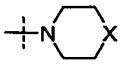
$NHC(O)N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

NH-phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, and  ,

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, CF_3, and  ,

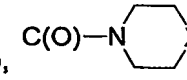
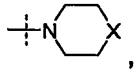
pyrrolidinyl optionally substituted up to two times with N[(C_1-C_3)alkyl]$_2$,

(C_1-C_6)alkoxy optionally substituted with up to two substituents independently selected from (C_1-C_3)alkoxy, pyrrolidinyl,  ,

and N[(C_1-C_3)alkyl]$_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, F, (C_1-C_3)alkoxy and phenyl,

N[(C_1-C_4)alkyl]$_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkyl, F, (C_1-C_3)alkoxy, and phenyl,

oxadiazolyl optionally substituted up to two times with (C_1-C_3)alkyl,

phenyl optionally substituted with up to two substituents independently selected from (C_1-C_3)alkoxy, CN, (C_1-C_3)alkyl, halo,  ,  ,

C(O)(C_1-C_3)alkyl optionally substituted with up to two substituents independently selected from (C_1-C_3)alkoxy, OH, (C_1-C_3)alkoxy, F, and phenyl, and

C(O)N[(C_1-C_3)alkyl]$_2$ where each of said alkyl groups are independently optionally substituted up to two times with (C_1-C_3)alkoxy,

pyridyl optionally substituted with up to two substituents independently selected from (C_1-C_3)alkyl,

C(O)N[(C_1-C_3)alkyl]$_2$ where each of said alkyl groups are independently optionally substituted up to two times with (C_1-C_3)alkoxy, and

O-pyridyl optionally substituted with up to two substituents independently selected from CF_3, halo, and (C_1-C_3)alkyl;

R^5 is selected from H, halo, CN, (C_1-C_6)alkoxy, and (C_1-C_6)alkyl;

R^6 is selected from OH, NHR^{10}, O-(C_3-C_6)cycloakyl, (C_1-C_3)alkoxy, O-(C_2-C_6)alkenyl, O-(C_3-C_6)alkynyl,

(C_1-C_6)alkyl optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkoxy, F, and phenyl,

N[(C_1-C_4)alkyl]$_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, CN, N[(C_1-C_4)alkyl]$_2$, (C_1-C_3)alkoxy, S(O)$_2$-phenyl, S(O)$_2$(C_1-C_3)alkyl, phenyl, furyl, tetrahydrofuryl, (C_3-C_6)cycloalkyl, and pyridyl,

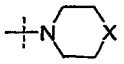
N[(C_1-C_3)alkyl]R^8 where [(C_1-C_3)alkyl] is optionally substituted up to two times with (C_1-C_3)alkoxy,

N[(C_3-C_6)cycloalkyl](C_1-C_3)alkyl where said alkyl is substituted with up to two substituents independently selected from (C_1-C_3)alkoxy, OH, CN, N[(C_1-C_4)alkyl]$_2$, S(O)$_2$-phenyl, S(O)$_2$(C_1-C_3)alkyl, phenyl, furyl, tetrahydrofuryl, (C_5-C_6)cycloalkyl, and pyridyl,

pyrrolidinyl optionally substituted with up to two substituents independently selected from NH_2, NH(C_1-C_3)alkyl, N[(C_1-C_4)alkyl]$_2$, C(O)NH_2, NHC(O)(C_1-C_3)alkyl, NHS(O)$_2$(C_1-C_3)alkyl, pyridyl, N[(C_1-C_3)alkyl]C(O)NH(C_1-C_3)alkyl, N[(C_1-C_3)alkyl]C(O)(C_1-C_3)alkyl, and (C_1-C_3)alkyl optionally substituted with up to two substituents independently selected from N[(C_1-C_4)alkyl]$_2$, (C_1-C_3)alkoxy, and pyrrolidinyl,

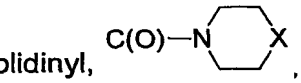
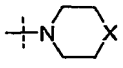
morpholinyl optionally substituted up to two times with (C_1-C_3)alkyl,

thiomorpholinyl optionally substituted up to two times with (C_1-C_3)alkyl,

piperazinyl optionally substituted with up to two substituents independently selected from pyrazinyl, C(O)NH_2, C(O)NH-phenyl, C(O)-furanyl, C(O)(C_1-C_3)alkyl, C(O)NH(C_1-C_3)alkyl, C(O)N[(C_1-C_3)alkyl]R^8, S(O)$_2$(C_1-C_3)alkyl, S(O)$_2$-phenyl,  ,

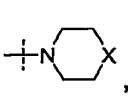
pyridyl optionally substituted with up to two substituents independently selected from (C_1-C_3)alkyl, CN and CF_3,

phenyl optionally substituted with up to two substituents independently selected from (C_1-C_3)alkyl, CN, halo, CF_3, and (C_1-C_3)alkoxy,

(C_1-C_3)alkyl optionally substituted with up to two substituents independently selected from OH, F, phenyl, (C_1-C_3)alkoxy, N[(C_1-C_3)alkyl]$_2$, pyrrolinidyl, C(O)-pyrrolidinyl,  ,  , and

pyridyl optionally substituted up to two times with (C_1-C_3)alkoxy, and

piperidinyl optionally substituted with up to two substituents independently selected from phenyl, pyridyl, pyrrolidinyl and oxo-dihydrobenzimidazolyl;

R^7 is selected from NH_2, pyrrolidinyl,  ,

NH(C_1-C_3)alkyl said alkyl being optionally substituted up to two times with (C_1-C_3)alkoxy,

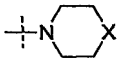
NH-phenyl said phenyl being optionally substituted with up to two substituents

independently selected from $(C_1$-$C_3)$alkyl, CN, $(C_1$-$C_4)$alkoxy, halo and CF_3,

$N[(C_1$-$C_3)alkyl]_2$ wherein each alkyl is independently optionally substituted up to two times with $(C_1$-$C_4)$alkoxy, and

phenyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, halo, CF_3 and CN;

R^8 is selected from $(C_1$-$C_3)$alkoxy, pyridyl, piperidinyl, pyranyl and phenyl, where each ring moiety is optionally substituted with up to two substituents independently selected from $(C_1$-$C_3)$alkoxy, and $(C_1$-$C_3)$alkyl;

R^9 is selected from $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, OH,  ,

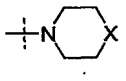
phenyl optionally substituted with $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, halo, CF_3, and CN,

$N[(C_1$-$C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with OH, CN, $N[(C_1$-$C_4)alkyl]_2$, $(C_1$-$C_4)$alkoxy, $S(O)_2$-phenyl, $S(O)_2(C_1$-$C_3)$alkyl, phenyl, furyl, tetrahydrofuryl, $(C_3$-$C_6)$cycloalkyl, and pyridyl, and

pyrrolidinyl optionally substituted with $N[(C_1$-$C_3)alkyl]_2$,

and, only when  contains no N atoms, R^9 is also selected from pyridyl, thienyl, and NHR^{10};

R^{10} is selected from H, indolyl,

$(C_1$-$C_4)$alkyl optionally substituted with up to two substituents independently selected from OH, F, phenyl, $(C_1$-$C_4)$alkoxy, $NHC(O)(C_1$-$C_3)$alkyl, S-$(C_1$-$C_3)$alkyl, benzimidazolyl, indolyl, thienyl, pyrazolyl,  ,

$N[(C_1$-$C_4)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, $(C_1$-$C_3)$alkoxy, F, and phenyl,

phenyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, CN, halo, CF_3, $S(O)_2(C_1$-$C_3)$alkyl, $S(O)_2$phenyl, and $S(O)_2NH_2$,

pyridyl optionally substituted up to two times with CF_3,

imidazolyl optionally substituted up to two times with $(C_1$-$C_3)$alkyl,

furyl optionally substituted up to two times with $(C_1$-$C_4)$alkyl, and

pyrrolidinyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_4)$alkoxy, (O), and

(C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkoxy, F, and phenyl,

$S(O)_2$-phenyl optionally substituted with up to two substituents independently selected from (C_1-C_4)alkoxy, (C_1-C_3)alkyl, halo, and CN,

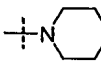
pyrazolyl optionally substituted with up to two substituents independently selected from (C_1-C_4)alkyl, (C_3-C_6)cycloalkyl, and

phenyl, said phenyl being optionally substituted with up to two substituents independently selected from (C_1-C_4)alkoxy, (C_1-C_4)alkyl, halo, CF_3, and CN,

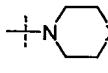
benzothiazolyl optionally substituted up to two times with (C_1-C_4)alkyl,

thiazolyl, optionally substituted up to two times with (C_1-C_4)alkyl,

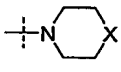
thiadiazolyl, optionally substituted with up to two substituents independently selected from CF_3, (C_3-C_6)cycloalkyl, and (C_1-C_6)alkyl,

phenyl optionally substituted with up to two substituents independently selected from CN, halo, CF_3, $N[(C_1$-$C_4)alkyl]_2$, indolyl,  ,

O-pyridyl optionally substituted with C(O)NH(C_1-C_4)alkyl,

(C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from pyridyl,  , OH, (C_1-C_3)alkoxy, F, and phenyl, and

(C_1-C_4)alkoxy optionally substituted with $N[(C_1$-$C_4)alkyl]_2$ where one alkyl group is optionally substituted with phenyl, or

(C_1-C_4)alkoxy optionally substituted with  ,

pyridyl optionally substituted with phenoxy where said phenoxy is optionally substituted with up to two substituents independently selected from (C_1-C_4)alkyl and (C_1-C_4)alkoxy, and

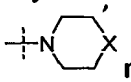
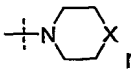
indazolyl optionally substituted up to two times with (C_1-C_4)alkyl;

R^{11} and R^{12} are each selected independently from H, F and Cl with the proviso that when one of R^{11} and R^{12} is F or Cl, the other must be H;

X is selected from O, S, CH_2, and NH, and

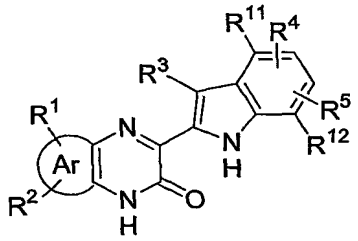
when X is NH, the H on NH is optionally replaced with pyridyl, pyrazinyl, phenyl, or (C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkoxy, $N[(C_1$-$C_3)alkyl]_2$, C(O)-pyrrolidinyl, $N[(C_1$-$C_4)alkyl]_2$, and phenyl said phenyl being

optionally substituted with up to two substituents independently selected from CN and $(C_1$-$C_3)$alkoxy,

and when X is O, S, or CH_2, the  moiety is optionally substituted by replacing any H atom in the  moiety with $(C_1$-$C_4)$alkyl;

or a pharmaceutically acceptable salt or ester thereof.

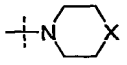
12. A method of claim 11 where the angiogenic disorder is selected from diabetic retinopathy, macular degeneration, angiofibromas, a rheumatic inflammatory disease, a neoplastic disease, and a solid tumor growth.
13. A method of claim 12 where the angiogenic disorder is selected from breast cancer, lung cancer, colon cancer, prostate cancer and pancreatic cancer.
14. A pharmaceutical composition comprising a compound of Formula I



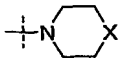
(I)

wherein

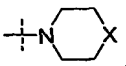
 represents a 6 membered aromatic ring containing 0, 1 or 2 N atoms;

R^1 and R^2 are each independently selected from H, halo, CF_3, $C(O)R^9$,  ,

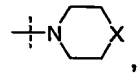
$(C_1$-$C_6)$alkyl optionally substituted with up to two substituents selected from OH, $(C_1$-$C_3)$alkoxy, F, and phenyl,

$(C_1$-$C_6)$alkoxy optionally substituted with one or two substituents each independently selected from  and

$N[(C_1$-$C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1$-$C_3)$alkoxy,

$NH(C_1$-$C_3)$alkyl where said alkyl is optionally substituted with up to two substitutents each selected independently from OH, F, $(C_1$-$C_3)$alkoxy, $N[(C_1$-$C_3)alkyl]_2$, $NH(C_1$-$C_3)$alkyl, phenyl, pyrrolidinyl, and  ,

$N[(C_1$-$C_3)alkyl]_2$ where each alkyl is independently optionally substituted

with up to two substitutents each selected independently from OH, F, phenyl, and $(C_1\text{-}C_3)$alkoxy, said alkoxy being optionally substituted with  ,

pyrrolidinyl optionally substituted up to two times with $N[(C_1\text{-}C_3)alkyl]_2$,

phenyl optionally substituted with up to two substitutents each selected independently from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN,

with the proviso that when  contains 1 or 2 N atoms, R^1 and R^2 must each be H,

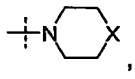
and, R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring selected from benzo, dioxolo and imidazo,

said imidazo being optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

with the proviso that R^1 and R^2 together with the adjacent C atoms to which they are attached form a ring only when  contains no N atoms;

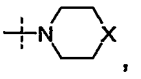
R^3 is selected from H, $(C_1\text{-}C_4)$alkyl, OH, NO_2, NH_2, $NH(C_1\text{-}C_4)$alkyl, $NHC(O)(C_1\text{-}C_4)$alkyl and NHC(O)phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN;

R^4 is selected from H, OH, halo, CN, $C(O)R^6$, $S(O)_2R^7$, $OSi[(C_1\text{-}C_4)alkyl]_3$, tetrazolyl, thienyl, pyrrolyl, pyrimidinyl, oxazolyl, furanyl,

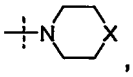
$(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl or $(C_2\text{-}C_6)$alkynyl, each optionally substituted with OH, F, OC(O)NHphenyl, $NHC(O)(C_1\text{-}C_3)$alkyl, $C(O)NH_2$, $C(O)NH(C_1\text{-}C_3)$alkyl, $C(O)N[(C_1\text{-}C_3)alkyl]_2$,  ,

$(C_1\text{-}C_3)$alkoxy optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

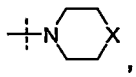
$NHC(O)NH(C_1\text{-}C_3)$alkyl where said alkyl is optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkoxy, F and phenyl,

NHC(O)NHphenyl where said phenyl is optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, CN, and  ,

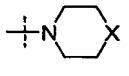
$NHC(O)N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

NH-phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, and  ,

$N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CN, CF_3, and  ,

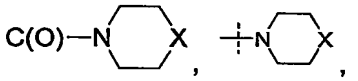
pyrrolidinyl optionally substituted up to two times with $N[(C_1\text{-}C_3)alkyl]_2$,

$(C_1\text{-}C_6)$alkoxy optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, pyrrolidinyl,  ,

and $N[(C_1\text{-}C_3)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, F, $(C_1\text{-}C_3)$alkoxy and phenyl,

$N[(C_1\text{-}C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, $(C_1\text{-}C_3)$alkyl, F, $(C_1\text{-}C_3)$alkoxy, and phenyl,

oxadiazolyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkyl,

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, CN, $(C_1\text{-}C_3)$alkyl, halo,  ,

$C(O)(C_1\text{-}C_3)$alkyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, OH, $(C_1\text{-}C_3)$alkoxy, F, and phenyl, and

$C(O)N[(C_1\text{-}C_3)alkyl]_2$ where each of said alkyl groups are independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

pyridyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl,

$C(O)N[(C_1\text{-}C_3)alkyl]_2$ where each of said alkyl groups are independently optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy, and

O-pyridyl optionally substituted with up to two substituents independently selected from CF_3, halo, and $(C_1\text{-}C_3)$alkyl;

R^5 is selected from H, halo, CN, $(C_1\text{-}C_6)$alkoxy, and $(C_1\text{-}C_6)$alkyl;

R^6 is selected from OH, NHR^{10}, O-$(C_3\text{-}C_6)$cycloakyl, $(C_1\text{-}C_3)$alkoxy, O-$(C_2\text{-}C_6)$alkenyl,

O-(C_3-C_6)alkynyl,

(C_1-C_6)alkyl optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkoxy, F, and phenyl,

N[(C_1-C_4)alkyl]$_2$ where each of said alkyl groups are independently optionally substituted with up to two substituents independently selected from OH, CN, N[(C_1-C_4)alkyl]$_2$, (C_1-C_3)alkoxy, S(O)$_2$-phenyl, S(O)$_2$(C_1-C_3)alkyl, phenyl, furyl, tetrahydrofuryl, (C_3-C_6)cycloalkyl, and pyridyl,

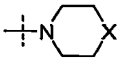
N[(C_1-C_3)alkyl]R^8 where [(C_1-C_3)alkyl] is optionally substituted up to two times with (C_1-C_3)alkoxy,

N[(C_3-C_6)cycloalkyl](C_1-C_3)alkyl where said alkyl is substituted with up to two substituents independently selected from (C_1-C_3)alkoxy, OH, CN, N[(C_1-C_4)alkyl]$_2$, S(O)$_2$-phenyl, S(O)$_2$(C_1-C_3)alkyl, phenyl, furyl, tetrahydrofuryl, (C_5-C_6)cycloalkyl, and pyridyl,

pyrrolidinyl optionally substituted with up to two substituents independently selected from NH_2, NH(C_1-C_3)alkyl, N[(C_1-C_4)alkyl]$_2$, C(O)NH_2, NHC(O)(C_1-C_3)alkyl, NHS(O)$_2$(C_1-C_3)alkyl, pyridyl, N[(C_1-C_3)alkyl]C(O)NH(C_1-C_3)alkyl, N[(C_1-C_3)alkyl]C(O)(C_1-C_3)alkyl, and (C_1-C_3)alkyl optionally substituted with up to two substituents independently selected from N[(C_1-C_4)alkyl]$_2$, (C_1-C_3)alkoxy, and pyrrolidinyl,

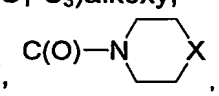
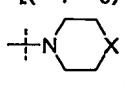
morpholinyl optionally substituted up to two times with (C_1-C_3)alkyl,

thiomorpholinyl optionally substituted up to two times with (C_1-C_3)alkyl,

piperazinyl optionally substituted with up to two substituents independently selected from pyrazinyl, C(O)NH_2, C(O)NH-phenyl, C(O)-furanyl, C(O)(C_1-C_3)alkyl, C(O)NH(C_1-C_3)alkyl, C(O)N[(C_1-C_3)alkyl]R^8, S(O)$_2$(C_1-C_3)alkyl, S(O)$_2$-phenyl,  ,

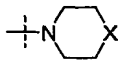
pyridyl optionally substituted with up to two substituents independently selected from (C_1-C_3)alkyl, CN and CF_3,

phenyl optionally substituted with up to two substituents independently selected from (C_1-C_3)alkyl, CN, halo, CF_3, and (C_1-C_3)alkoxy,

(C_1-C_3)alkyl optionally substituted with up to two substituents independently selected from OH, F, phenyl, (C_1-C_3)alkoxy, N[(C_1-C_3)alkyl]$_2$, pyrrolinidyl, C(O)-pyrrolidinyl,  ,  , and

pyridyl optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy, and

piperidinyl optionally substituted with up to two substituents independently selected from phenyl, pyridyl, pyrrolidinyl and oxo-dihydrobenzimidazolyl;

R^7 is selected from NH_2, pyrrolidinyl,  ,

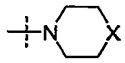
$NH(C_1\text{-}C_3)$alkyl said alkyl being optionally substituted up to two times with $(C_1\text{-}C_3)$alkoxy,

NH-phenyl said phenyl being optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, CN, $(C_1\text{-}C_4)$alkoxy, halo and CF_3,

$N[(C_1\text{-}C_3)alkyl]_2$ wherein each alkyl is independently optionally substituted up to two times with $(C_1\text{-}C_4)$alkoxy, and

phenyl optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3 and CN;

R^8 is selected from $(C_1\text{-}C_3)$alkoxy, pyridyl, piperidinyl, pyranyl and phenyl, where each ring moiety is optionally substituted with up to two substituents independently selected from $(C_1\text{-}C_3)$alkoxy, and $(C_1\text{-}C_3)$alkyl;

R^9 is selected from $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, OH,  ,

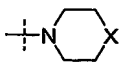
phenyl optionally substituted with $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, CF_3, and CN,

$N[(C_1\text{-}C_4)alkyl]_2$ where each of said alkyl groups are independently optionally substituted with OH, CN, $N[(C_1\text{-}C_4)alkyl]_2$, $(C_1\text{-}C_4)$alkoxy, $S(O)_2$-phenyl, $S(O)_2(C_1\text{-}C_3)$alkyl, phenyl, furyl, tetrahydrofuryl, $(C_3\text{-}C_6)$cycloalkyl, and pyridyl, and

pyrrolidinyl optionally substituted with $N[(C_1\text{-}C_3)alkyl]_2$,

and, only when  contains no N atoms, R^9 is also selected from pyridyl, thienyl, and NHR^{10};

R^{10} is selected from H, indolyl,

$(C_1\text{-}C_4)$alkyl optionally substituted with up to two substituents independently selected from OH, F, phenyl, $(C_1\text{-}C_4)$alkoxy, $NHC(O)(C_1\text{-}C_3)$alkyl, $S\text{-}(C_1\text{-}C_3)$alkyl, benzimidazolyl, indolyl, thienyl, pyrazolyl,  ,

$N[(C_1\text{-}C_4)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from

OH, $(C_1$-$C_3)$alkoxy, F, and phenyl,

phenyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy, CN, halo, CF_3, $S(O)_2(C_1$-$C_3)$alkyl, $S(O)_2$phenyl, and $S(O)_2NH_2$,

pyridyl optionally substituted up to two times with CF_3,

imidazolyl optionally substituted up to two times with $(C_1$-$C_3)$alkyl,

furyl optionally substituted up to two times with $(C_1$-$C_4)$alkyl, and

pyrrolidinyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_4)$alkoxy, (O), and $(C_1$-$C_4)$alkyl optionally substituted with up to two substituents independently selected from OH, $(C_1$-$C_3)$alkoxy, F, and phenyl,

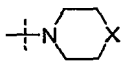
$S(O)_2$-phenyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_4)$alkoxy, $(C_1$-$C_3)$alkyl, halo, and CN,

pyrazolyl optionally substituted with up to two substituents independently selected from $(C_1$-$C_4)$alkyl, $(C_3$-$C_6)$cycloalkyl, and phenyl, said phenyl being optionally substituted with up to two substituents independently selected from $(C_1$-$C_4)$alkoxy, $(C_1$-$C_4)$alkyl, halo, CF_3, and CN,

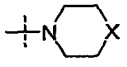
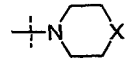
benzothiazolyl optionally substituted up to two times with $(C_1$-$C_4)$alkyl,

thiazolyl, optionally substituted up to two times with $(C_1$-$C_4)$alkyl,

thiadiazolyl, optionally substituted with up to two substituents independently selected from CF_3, $(C_3$-$C_6)$cycloalkyl, and $(C_1$-$C_6)$alkyl,

phenyl optionally substituted with up to two substituents independently selected from CN, halo, CF_3, $N[(C_1$-$C_4)alkyl]_2$, indolyl,  ,

O-pyridyl optionally substituted with $C(O)NH(C_1$-$C_4)$alkyl,

$(C_1$-$C_4)$alkyl optionally substituted with up to two substituents independently selected from pyridyl,  , OH, $(C_1$-$C_3)$alkoxy, F, and phenyl, and $(C_1$-$C_4)$alkoxy optionally substituted with $N[(C_1$-$C_4)alkyl]_2$ where one alkyl group is optionally substituted with phenyl, or $(C_1$-$C_4)$alkoxy optionally substituted with  ,

pyridyl optionally substituted with phenoxy where said phenoxy is optionally substituted with up to two substituents independently selected

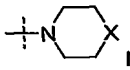
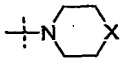
from (C_1-C_4)alkyl and (C_1-C_4)alkoxy, and

indazolyl optionally subsituted up to two times with (C_1-C_4)alkyl;

R^{11} and R^{12} are each selected independently from H, F and Cl with the proviso that when one of R^{11} and R^{12} is F or Cl, the other must be H;

X is selected from O, S, CH_2, and NH, and

when X is NH, the H on NH is optionally replaced with pyridyl, pyrazinyl, phenyl, or (C_1-C_4)alkyl optionally substituted with up to two substituents independently selected from OH, (C_1-C_3)alkoxy, N[(C_1-C_3)alkyl]$_2$, C(O)-pyrrolidinyl, N[(C_1-C_4)alkyl]$_2$, and phenyl said phenyl being optionally substituted with up to two substituents independently selected from CN and (C_1-C_3)alkoxy,

and when X is O, S, or CH_2, the  moiety is optionally substituted by replacing any H atom in the  moiety with (C_1-C_4)alkyl;

or a pharmaceutically acceptable salt or ester thereof.